



CHECK AGAINST DELIVERY

Remarks to be delivered by Bharat Masrani, Group President and Chief Executive Officer, TD Bank Group

Annual Meeting of Shareholders, April 20, 2023, Toronto, Ontario

Good morning everyone, and thank you for joining us.

It's great to see so many of you here in the room.

I also want to welcome those on the webcast or on the phone.

Since we last met a year ago, TD has continued to welcome new customers, generate capital, expand our businesses, and grow.

As a result, TD's 2022 earnings reached \$15.4 billion on an adjusted basis, a five per cent increase from 2021.

We also increased and continued to pay dividends to our owners. In fact, over the last decade, we had the highest total shareholder return among our Canadian peers.

Strong-performing businesses, supported by the best talent in the industry, delivered significant progress in 2022...

The Canadian Personal Bank welcomed new customers, deepened relationships, introduced innovative products and services, and strengthened our position as Canada's leading personal bank. We finished the year with the highest net customer acquisitions since 2014, including record account openings in the important New to Canada segment.

The Canadian Business Bank expanded its customer base and supported the aspirations of almost 900,000 small businesses across the country. We also increased loan and deposit volumes.



Among Canada's largest banks, TD was ranked "Highest in Customer Satisfaction in Small Business Banking" by J.D. Power, reflecting the trusted relationships we have built with our customers.

As you may recall, our Business Bank distributed more Canada Emergency Business Account loans than any other bank during the pandemic. Today, as small businesses rebuild and contribute to Canada's future, we are there for them with sound advice and a full suite of financial services.

Wealth Management continued to operate Canada's largest direct investing business, which the Globe and Mail recently ranked as the top digital platform in the country. We also remain Canada's largest institutional money manager.

TD Insurance solidified its leadership as Canada's largest direct-to-consumer home and auto insurer. And we recently launched small business insurance – another example of our commitment to support small businesses across Canada.

Taken together, this is why Global Finance Magazine ranked TD as Canada's most valuable brand.

In the United States, TD Bank, America's Most Convenient Bank, continued to grow and win new customers.

For the 6th consecutive year, TD Bank was the largest Small Business Administration lender in our U.S. footprint and the second largest in the U.S. overall.

From Maine to Florida our reach continues to grow, with new store openings and an expanding suite of products.

TD's success in the U.S. over the past 15-plus years demonstrates the enormous potential we have in the world's largest banking market.

As you know, we announced our proposed acquisition of First Horizon in February of 2022.



As previously disclosed, we have come to believe that the deal is not expected to close by the May 27th expiry date.

We have opened discussions with First Horizon about a possible extension, and we will update our shareholders when we can.

Turning to TD Securities, the last 12 months have been transformative.

We advanced our U.S. dollar strategy, served a growing roster of clients around the world, and participated in some of the largest transactions in the market.

With our recent acquisition of Cowen, almost 1,700 new colleagues have joined TD Securities. They bring a wealth of experience, complementary capabilities, deep client relationships, and provide industry-leading research.

I am excited by what the future holds for our growing TD Securities team.

Overall, we had a strong 2022 and a strong start to 2023, with continued momentum and record results in our fiscal first quarter.

Over the past few weeks, we have seen new uncertainty in the global financial sector. TD's diversified business and strong foundations proved resilient once again. Deposits are stable, new account openings are up, and capital and liquidity are strong.

With a Common Equity Tier 1 Ratio of 15.5 per cent at the end of the first fiscal quarter of 2023, we have the means to continue to invest and build for the future.

Three years after the onset of the global pandemic, we are stronger and more competitive than ever.

Our ongoing investments in data, analytics, artificial intelligence, digital platforms, and operational excellence continue to make us stronger...

...So we can serve our customers even better.



Today, we are the largest digital bank in Canada – with the most active users, and nearly 16 million digital customers across North America.

For the second consecutive year, TD was named Best Consumer Digital Bank in North America by Global Finance Magazine.

Recently, Fortune magazine named TD Bank, America's Most Convenient Bank, one of the most innovative companies in the United States.

And we added 2,000 technology colleagues in 2022 to help power the future of banking.

Through personalized, connected and legendary experiences, we bring the best of the Bank to our customers—whenever, wherever, and however, they want.

And we do so with purpose.

We help parents save for their children's education.

...A retiree prepare for the next phase.

...And a new graduate plan their future.

We help businesses grow, employ more people, and strengthen our communities.

We share our customers' aspirations and are eager to see their dreams and goals realized.

And we work hard to earn their confidence every day, by making it easier to bank with us, offering value and trusted advice.

That's what it means to be TD...

Our commitment to serve goes even further.

Our purpose is to enrich the lives of our customers, communities and colleagues.

Last month, we released our annual suite of ESG reports.



They represent a tremendous effort by thousands of colleagues across the Bank.

Through the TD Ready Commitment, in 2022 alone we contributed nearly \$150 million to our communities. And we are well on the way to meeting our \$1 billion target for community giving by 2030.

In addition, in 2022, TD surpassed our \$100 billion target for low-carbon lending, financing, asset management, and other programs.

So, we began work toward a new goal.

We recently announced a new 2030 target: \$500 billion to support environmental, decarbonization and social activities to contribute to a more sustainable, equitable, and inclusive future.

To build on the climate action plan announced in 2020, we also outlined expanded financed emissions targets for specific industries as we chart our path to net-zero.

And we continue to invest in our talented and diverse workforce - one that represents the communities we serve, with engaged and empowered colleagues working in an inclusive environment where they can thrive and grow.

I'm incredibly proud of our progress.

I am proud that we have doubled the representation of Black executives.

... That we are on track to reach our Canadian target of 45 percent women in Vice President and above roles by 2025.

...And that we have a senior executive team that includes leaders of different backgrounds, with diverse experiences and perspectives.

In recognition of our efforts, TD was listed on the 2023 Bloomberg Gender-Equality Index for the seventh consecutive year....



And we were listed on the Dow Jones Sustainability World Index for the ninth consecutive year – in fact, we are the only North American bank on the index.

In an evolving market where more people are looking to work with businesses that share their values, TD is setting itself apart.

As we meet today, we are navigating an ever-changing and often challenging macro-economic and geopolitical environment.

Policymakers are taking action, including through the U.S. Inflation Reduction Act, and measures proposed in Canada's recent budget.

The ongoing conflict in Ukraine continues to devastate the lives of millions of people. It has also highlighted the need for global energy security – critical for the future of the global economy.

Canada has one of the largest, most reliable sources of conventional energy on the planet, with among the most stringent environmental standards in the world.

We can and should support the responsible energy development the world needs today. At the same time, we must accelerate the work needed to transition to cleaner alternatives for a more sustainable future.

It's not a question of either or. We can and must do both.

Canada's growing tech sector presents another opportunity.

As new innovation disrupts entire industries, Canada needs to identify more avenues for growth, employment, and leadership.

In addition, we will further strengthen our country as we welcome millions of new Canadians in the years ahead.



The immigrant experience is something I know a bit about. I know what it is like to arrive in a new country and work to build a new life.

For these new Canadians to thrive – for everyone in Canada to thrive – let's continue to drive positive change, help foster new Pathways to Economic Inclusion, and build a better future together.

This includes better housing access – with the transportation, health care, education, and other services critical for vibrant communities to thrive.

Employment access – with training and opportunities for millions of Canadians who face a changing job market or require new skills to compete.

Financial access – regardless of where people live, or what they earn – let's empower them and help them build their future with confidence.

A Canada that is ready, willing, and able to do business with the world must focus on these issues.

Canada's financial system – supported by effective regulation and stable, well-capitalized banks – is fundamental to our future, and a competitive advantage on the world stage.

At TD, we believe that it is our responsibility to directly contribute to Canada's future prosperity and to be a catalyst for growth.

We will support businesses – large and small – to grow, create jobs, and adapt for the future.

We will guide customers through uncertain times and help households achieve their goals.

We will continue to invest in communities to help build a more inclusive and sustainable future.



As part of that work, we will also challenge bias and racism and promote equity.

We will listen, learn, and actively contribute to Indigenous reconciliation – a priority we share with millions of Canadians.

And importantly for our future – and Canada's – we will help our colleagues acquire new skills and develop the next generation of innovators and leaders.

The green shield TD bankers wear with pride represents our commitment to strive, as always, to Be the Better Bank.

I want to thank the more than 95,000 TD colleagues who work hard every day to bring our vision and our purpose to life. You are the true strength of the Bank and our greatest competitive advantage.

I also want to thank our Board for their continued guidance and counsel.

Fellow shareholders, in the months and years ahead we will continue to work hard to earn your trust, your support, and your loyalty.

Thank you.



Caution Regarding Forward-Looking Statements and Use of Non-GAAP Financial Measures

The Bank prepares its Consolidated Financial Statements in accordance with International Financial Reporting Standards (IFRS), the current generally accepted accounting principles (GAAP), and refers to results prepared in accordance with IFRS as the “reported” results. The Bank also utilizes non-GAAP financial measures such as “adjusted” results and non-GAAP ratios to assess each of its businesses and to measure overall Bank performance. To arrive at adjusted results, the Bank adjusts for “items of note”, from reported results. The items of note relate to items which management does not believe are indicative of underlying business performance. The Bank believes that non-GAAP financial measures and non-GAAP ratios provide readers with a better understanding of how management views the Bank’s performance. Non-GAAP financial measures and ratios are not defined terms under IFRS and, therefore, may not be comparable to similar terms used by other issuers. Please see “Non-GAAP and Other Financial Measures” in the “Financial Results Overview” section of the 2022 MD&A, as may be updated in subsequently filed quarterly reports to shareholders, for further explanation.

From time to time, the Bank (as defined in this document) makes written and/or oral forward-looking statements, including in this document, in other filings with Canadian regulators or the United States (U.S.) Securities and Exchange Commission (SEC), and in other communications. In addition, representatives of the Bank may make forward-looking statements orally to analysts, investors, the media and others. All such statements are made pursuant to the “safe harbour” provisions of, and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements made in this document, the Management’s Discussion and Analysis (“2022 MD&A”) in the Bank’s 2022 Annual Report under the heading “Economic Summary and Outlook”, under the headings “Key Priorities for 2023” and “Operating Environment and Outlook” for the Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking segments, and under the heading “2022 Accomplishments and Focus for 2023” for the Corporate segment, and in other statements regarding the Bank’s objectives and priorities for 2023 and beyond and strategies to achieve them, the regulatory environment in which the Bank operates, and the Bank’s anticipated financial performance. Forward-looking statements are typically identified by words such as “will”, “would”, “should”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “plan”, “goal”, “target”, “may”, and “could”.

By their very nature, these forward-looking statements require the Bank to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the physical, financial, economic, political, and regulatory environments, such risks and uncertainties – many of which are beyond



the Bank's control and the effects of which can be difficult to predict – may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Risk factors that could cause, individually or in the aggregate, such differences include: strategic, credit, market (including equity, commodity, foreign exchange, interest rate, and credit spreads), operational (including technology, cyber security, and infrastructure), model, insurance, liquidity, capital adequacy, legal, regulatory compliance and conduct, reputational, environmental and social, and other risks. Examples of such risk factors include general business and economic conditions in the regions in which the Bank operates; geopolitical risk; inflation, rising rates and recession; the economic, financial, and other impacts of pandemics, including the COVID-19 pandemic; the ability of the Bank to execute on long-term strategies and shorter-term key strategic priorities, including the successful completion of acquisitions and dispositions, business retention plans, and strategic plans; technology and cyber security risk (including cyber-attacks, data security breaches or technology failures) on the Bank's information technology, internet, network access or other voice or data communications systems or services; model risk; fraud activity; the failure of third parties to comply with their obligations to the Bank or its affiliates, including relating to the care and control of information, and other risks arising from the Bank's use of third-party service providers; the impact of new and changes to, or application of, current laws and regulations, including without limitation tax laws, capital guidelines and liquidity regulatory guidance; regulatory oversight and compliance risk; increased competition from incumbents and new entrants (including Fintechs and big technology competitors); shifts in consumer attitudes and disruptive technology; exposure related to significant litigation and regulatory matters; ability of the Bank to attract, develop, and retain key talent; changes to the Bank's credit ratings; changes in foreign exchange rates, interest rates, credit spreads and equity prices; increased funding costs and market volatility due to market illiquidity and competition for funding; Interbank Offered Rate (IBOR) transition risk; critical accounting estimates and changes to accounting standards, policies, and methods used by the Bank; existing and potential international debt crises; environmental and social risk (including climate change); and the occurrence of natural and unnatural catastrophic events and claims resulting from such events. The Bank cautions that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank's results. For more detailed information, please refer to the "Risk Factors and Management" section of the 2022 MD&A, as may be updated in subsequently filed quarterly reports to shareholders and news releases (as applicable) related to any events or transactions discussed under the heading "Significant Acquisitions" or "Significant Events and Pending Acquisitions" in the relevant MD&A, which applicable releases may be found on www.td.com. All such factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, should be considered carefully when making decisions with respect to the Bank. The Bank cautions readers not to place undue reliance on the Bank's forward-looking statements.



Material economic assumptions underlying the forward-looking statements contained in this document are set out in the 2022 MD&A under the heading “Economic Summary and Outlook”, under the headings “Key Priorities for 2023” and “Operating Environment and Outlook” for the Canadian Personal and Commercial Banking, U.S. Retail, Wealth Management and Insurance, and Wholesale Banking segments, and under the heading “2022 Accomplishments and Focus for 2023” for the Corporate segment, each as may be updated in subsequently filed quarterly reports to shareholders. Any forward-looking statements contained in this document represent the views of management only as of the date hereof and are presented for the purpose of assisting the Bank’s shareholders and analysts in understanding the Bank’s financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf, except as required under applicable securities legislation.